

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE LEWIS POINTE METROPOLITAN DISTRICT

Held: Thursday, November 10, 2011 at 10:00 a.m. at 12460 1st Street, Eastlake, Colorado, 80164.

Attendance

A special meeting of the Board of Directors of the Lewis Pointe Metropolitan District was called and held, as shown, in accordance with Colorado law. The following directors confirmed their qualification to serve on the Board:

Scott Carlson
Clay Carlson
Blake Carlson
Ryan Carlson

Also present were Dianne Miller, Miller & Associates Law Offices, LLC and Jason Carroll, Clifton Gunderson, LLP.

Director Clarke Carlson was absent and his absence was excused.

Call to Order

Director Scott Carlson noted that a quorum of the Board was present and the Directors confirmed their qualifications to serve.

Disclosure Matters

Ms. Miller advised the Board that pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

Director Scott Carlson disclosed his interests as an owner of property in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Clay Carlson disclosed his interests as an owner of property in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Blake Carlson disclosed his interests as an owner of property in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

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Director Ryan Carlson disclosed his interests as an owner of property in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

Written disclosures of the interests of all of the directors were filed with the Secretary of State prior to the meeting.

Approval of Minutes

The Board members reviewed the minutes from the meeting which was held on November 15, 2010. Upon a motion of Director Clay Carlson and a second by Director Ryan Carlson, the minutes of the meeting were unanimously approved.

Consider Resolution Calling 2012 Director Election

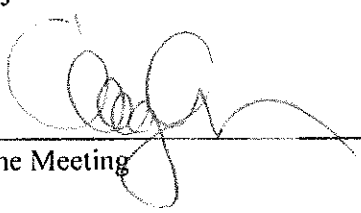
Ms. Miller presented the Board with a resolution calling the May 2012 regular election of the District. Upon review and consideration, Director Clay Carlson moved that the resolution be approved. Director Ryan Carlson seconded the motion, and, upon vote, the Board unanimously approved the resolution.

Discuss Continuation of Inactive Status

The Board discussed the District's current inactive status and determined to continue as such.

Adjournment

There being no further business to come before the Board the meeting was adjourned.



Secretary for the Meeting